

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

LEHMAN BROTHERS HOLDINGS INC., *et al.*,

Debtors.

LEHMAN BROTHERS HOLDINGS INC. and
LEHMAN BROTHERS SPECIAL FINANCING INC.,

Plaintiffs,

v.

GIANTS STADIUM LLC,

Defendant.

:
: Chapter 11
:
: Case No. 08-13555 (SCC)
:
: Jointly Administered
:
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: Adversary Proceeding
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: Case No. 13-01554 (SCC)
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**STIPULATION CONCERNING DISMISSAL
OF ADVERSARY COMPLAINT AND COUNTERCLAIMS**

WHEREAS, on September 15, 2008, Lehman Brothers Holdings Inc. (“LBHI”) filed a voluntary petition with the U.S. Bankruptcy Court for the Southern District of New York (“Bankruptcy Court”) under Chapter 11 of the Bankruptcy Code. *See In re Lehman Brothers Holdings Inc.*, Chapter 11 Case No. 08-13555 (SCC);

WHEREAS, on October 3, 2008, Lehman Brothers Special Financing Inc. (“LBSF”; and with LBHI, “Lehman”) filed a voluntary petition with the Bankruptcy Court under Chapter 11 of the Bankruptcy Code. *See In re Lehman Brothers Special Financing Inc.*, Chapter 11 Case No. 08-13888 (SCC);

WHEREAS, on October 17, 2008, Giants Stadium LLC (“Giants Stadium”) filed proofs of claim against LBSF and LBHI in their respective bankruptcy cases for \$301,828,087.35 each;

WHEREAS, on October 29, 2009, Giants Stadium filed amended proofs of claim against LBSF and LBHI for \$301,804,617.14 each;

WHEREAS, on December 6, 2011, Giants Stadium filed amended proofs of claim against LBSF and LBHI for \$585,210,327.94 each;

WHEREAS, on October 23, 2013, Lehman filed an adversary proceeding complaint against Giants Stadium (“Adversary Complaint”). *See In re Lehman Brothers Holdings Inc.*, Chapter 11 Case No. 08-13555 (SCC), *Lehman Brothers Holdings Inc. v. Giants Stadium LLC*, Adversary Proceeding No. 13-01554 (SCC);

WHEREAS, on July 8, 2014, the Bankruptcy Court so ordered the Stipulation and Order Governing (i) Certain Proofs of Claim and (ii) Motion Filed by Giants Stadium LLC to Dismiss Count I, the effect of which, *inter alia*, was to make the claims Giants Stadium filed on October 29, 2009 (“Giants Stadium Claims”) the only claims by Giants Stadium in the Lehman bankruptcy proceedings;

WHEREAS, on September 8, 2014, Giants Stadium filed an answer to the Adversary Complaint and asserted counterclaims against Lehman (“Counterclaims”);

WHEREAS, on January 27, 2015, Giants Stadium and Lehman resolved all matters among them;

NOW, THEREFORE, Giants Stadium and Lehman hereby Stipulate:

1. The Adversary Complaint is dismissed with prejudice;
2. The Counterclaims are dismissed without prejudice; and

3. Each of Lehman and Giants Stadium will bear its own attorneys' fees and costs.

Dated: February 4, 2015
New York, New York

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